

United States District Court
Southern District of New York

**Certificate of
Good Standing**

I, J. Michael McMahon, Clerk of this Court, certify that

EDWARD JOHN DeFRANCO, Bar # ED6524

was duly admitted to practice in this Court on

JANUARY 19th, 1988, and is in good standing

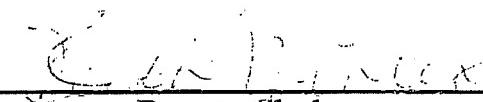
as a member of the Bar of this Court.

Dated at 500 Pearl Street
New York, New York

on MAY 13th, 2008

J. Michael McMahon
Clerk

by


John J. McMahon
Deputy Clerk